

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name J. Hilburn, Inc,

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 26-3794288

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

12700 Park Central Drive, Suite 2000
Dallas, TX 75251

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Dallas

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.jhilburn.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **J. Hilburn, Inc.** Case number (if known) _____
 Name

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
 See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No.
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **J. Hilburn, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **J. Hilburn, Inc,**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 30, 2020**
MM / DD / YYYY**X /s/ David DeFeo**

Signature of authorized representative of debtor

David DeFeo

Printed name

Title **Chief Executive Officer****18. Signature of attorney** **X /s/ Patrick J. Neligan, Jr.**
Signature of attorney for debtorDate **April 30, 2020**
MM / DD / YYYY**Patrick J. Neligan, Jr. 14866000**
Printed name**Neligan LLP**
Firm name**325 N. St. Paul
Suite 3600
Dallas, TX 75201**

Number, Street, City, State & ZIP Code

Contact phone **214-840-5300**Email address **www.neliganlaw.com****14866000 TX**

Bar number and State

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF J. HILBURN, INC.**

The undersigned members of the duly elected and acting Board of Directors (the “Board”) of J. Hilburn, Inc. (the “Company”), a corporation organized and existing under and by virtue of the laws of the State of Delaware, do hereby consent to, approve and adopt the following resolutions effective as of April 22, 2020.

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, and other interested parties that the Company agree to the major terms of the proposed Restructuring Support Agreement, as it was described and discussed during the April 22, 2020 meeting of the Board (the “RSA”); and be it

FURTHER RESOLVED that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, and other interested parties that a voluntary petition for relief (the “Petition”) be filed by the Company under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Case”), 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) based on the general terms described and discussed by the Board at such date and time as management deems appropriate; and be it

FURTHER RESOLVED, that the Company shall be, and hereby is, authorized, directed, and empowered to file the Petition and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing; and be it

FURTHER RESOLVED, that David DeFeo, the Company’s Chief Executive Officer and Joseph Dixon, the Company’s Chief Operating Officer, (the “Designated Officers”) are hereby authorized, directed and empowered, on behalf of and in the name of the Company: (i) to execute and verify the Petition and all other ancillary documents to cause the Petition to be filed with the United States Bankruptcy Court for the Northern District of Texas and to make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents; (ii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (iii) to execute and verify any and all documents necessary or appropriate in connection therewith in such form or forms as either Designated Officers may approve; and be it

FURTHER RESOLVED, that the Company shall be, and hereby is, authorized, directed, and empowered to obtain debtor-in-possession financing in accordance with the terms of the RSA in order to fund the Company’s operations during the Bankruptcy Case and the anticipated administrative expenses to be incurred during the Bankruptcy Case, and that the Designated Officers be, and hereby are, authorized, directed, and empowered to execute and verify any and all documents necessary or appropriate in connection therewith in such form or forms as one or both of the Designated Officers may approve; and be it

FURTHER RESOLVED, that the Designated Officers be, and hereby are, authorized, directed and empowered from time to time, in the name and on behalf of the Company, to take such actions and execute and deliver such certificates, instruments, notices and documents as may be required or which either or both of the Designated Officers may deem necessary, advisable or proper to carry out and perform the obligations of the Company under the Bankruptcy Code; all

such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as one or both of the Designated Officers performing or executing the same shall, with the advice of counsel, approve, the performance or execution thereof by such officer(s) to be conclusive evidence of the approval thereof by such officer and by the Company; and be it

FURTHER RESOLVED, that one or both of the Designated Officers are authorized, empowered, and directed to represent the Company, as debtor and debtor in possession, in connection with the Bankruptcy Case and to hire such professionals as deemed necessary and appropriate by the Designated Officers to carry out and effectuate the restructuring and successful emergence from bankruptcy; and be it

FURTHER RESOLVED that the Board has previously approved and hereby ratifies the retention of Neligan LLP as counsel to the Company to advise the Company with respect to pre-bankruptcy planning and preparation, negotiation with the Company's creditors and equity holders, including negotiation of the RSA, preparation for and filing of the Bankruptcy Case and representing the Company in the Bankruptcy Case; and be it

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each is hereby authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and to execute and deliver all such other instruments, certificates, agreements and documents as that Designated Officer may, with the advice of counsel and if possible, input from the other Designated Officer, consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions provided that the ordinary course corporate duties, rights and role of each Designated Officer shall not change with respect to the Company's business operations and general corporate decision making; and be it

FURTHER RESOLVED, that all actions heretofore taken by either or both Designated Officers in connection with the foregoing resolutions be, and hereby are, confirmed, ratified and approved in all respects.

IN WITNESS WHEREOF, the undersigned has caused this Written Consent to be executed as of April 22, 2020.

J. HILBURN, INC.
a Delaware Corporation

By:

Name: Steve Salzinger
Title: Director

such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as one or both of the Designated Officers performing or executing the same shall, with the advice of counsel, approve, the performance or execution thereof by such officer(s) to be conclusive evidence of the approval thereof by such officer and by the Company; and be it

FURTHER RESOLVED, that one or both of the Designated Officers are authorized, empowered, and directed to represent the Company, as debtor and debtor in possession, in connection with the Bankruptcy Case and to hire such professionals as deemed necessary and appropriate by the Designated Officers to carry out and effectuate the restructuring and successful emergence from bankruptcy; and be it

FURTHER RESOLVED that the Board has previously approved and hereby ratifies the retention of Neligan LLP as counsel to the Company to advise the Company with respect to pre-bankruptcy planning and preparation, negotiation with the Company's creditors and equity holders, including negotiation of the RSA, preparation for and filing of the Bankruptcy Case and representing the Company in the Bankruptcy Case; and be it

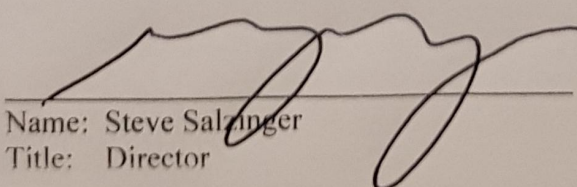
FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each is hereby authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and to execute and deliver all such other instruments, certificates, agreements and documents as that Designated Officer may, with the advice of counsel and if possible, input from the other Designated Officer, consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions provided that the ordinary course corporate duties, rights and role of each Designated Officer shall not change with respect to the Company's business operations and general corporate decision making; and be it

FURTHER RESOLVED, that all actions heretofore taken by either or both Designated Officers in connection with the foregoing resolutions be, and hereby are, confirmed, ratified and approved in all respects.

IN WITNESS WHEREOF, the undersigned has caused this Written Consent to be executed as of April 22, 2020.

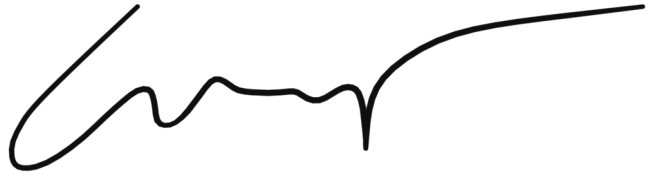
J. HILBURN, INC.
a Delaware Corporation

By:


Name: Steve Salinger
Title: Director

Name: Joe Dixon
Title: Director

Name: Dave DeFeo
Title: Director


A handwritten signature in black ink, appearing to read 'Dave DeFeo', with a long horizontal stroke extending to the right.

Name: Michael Brown
Title: Director

Name: Andy Janowski
Title: Director

Name: Joe Dixon
Title: Director

Name: Dave DeFeo
Title: Director

A handwritten signature in black ink, appearing to read "M. Brown", written over a horizontal line.

Name: Michael Brown
Title: Director

Name: Andy Janowski
Title: Director



Name: Joe Dixon
Title: Director

Name: Dave DeFeo
Title: Director

Name: Michael Brown
Title: Director

Name: Andy Janowski
Title: Director



Name: Joe Dixon
Title: Director

Name: Dave DeFeo
Title: Director

Name: Michael Brown
Title: Director

Name: Andy Janowski
Title: Director

Fill in this information to identify the case:

Debtor name **J. Hilburn, Inc,**
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
TAL Global Alliances Limited TAL Building, 3rd Floor 49 Austin Road Kowloon, Hong Kong		Trade debt				\$6,550,974.33
Escalate Capital Partners 6011 W. Courtyard Drive, #405 Austin, TX 78730		Term Note				\$2,725,052.00
Criaime Rua do Facho no. 41-4580-627 Sobrosa-Paredes Portugal		Trade debt				\$806,052.96
UPS Supply Chain Solutions, Inc. 28013 Network Place Chicago, IL 60673-1280		Trade debt				\$665,957.24
UPS P.O. Box 7247-0244 Philadelphia, PA 19170-0001		Trade debt				\$89,529.25
McKnight Park Central, LLC P.O. Box 208359 Dallas, TX 75320-8359		Trade debt				\$89,365.11
ColorDynamics, Inc. 200 E. Bethany Drive Allen, TX 75002		Trade debt				\$76,527.00

Debtor **J. Hilburn, Inc,**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
IMPAK P.O. Box 833129 Richardson, TX 75083		Trade debt				\$63,600.44
Tandem Business Strategies, LLC 15400 Knoll Trail Drive, Suite 503 Dallas, TX 75248		Trade debt				\$42,618.05
Magna Leather Corp. 6841 Commerce Avenue El Paso, TX 79915		Trade debt				\$33,333.60
CI ATL III-GW, LLC P. O. Box 208392 Dallas, TX 75320-8392		Trade debt				\$28,687.94
Ratti SpA c/o Unicredit S.p.A New York Branch Lock Box Service 150 East 42nd Street, 28th Floor New York, NY 10017-4679		Trade debt				\$27,736.03
Seven Meridian 40011 Anzola Emilia BO Italy		Trade debt				\$25,780.00
DL Denim CIT Group P.O. Box 1038 Charlotte, NC 28201-1036		Trade debt				\$24,641.55
Hubspot, Inc. P. O. Box 419842 Boston, MA 02241-9842		Trade debt				\$18,819.91
L&B Deep Inwood Village, L.P. c/o Institutional Property Managers, Inc Attn: Property Manger 5470 W. Lovers Lane, Suite 331 Dallas, TX 75209		Trade debt				\$15,621.20

Debtor **J. Hilburn, Inc,**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
TERSE Branding LLC 8213 Meadow Road, Apt. #1304 Dallas, TX 75231		Trade debt				\$15,250.00
Musikaar B-604/605 Shapath 4, Opp. Karnacati Club S.G. Highway, Ahmedabad 380051 Guarat, India		Trade debt				\$11,872.00
Hendry Insurance LLC 9300 John Hickman Parkway, Suite 603 Frisco, TX 75035		Trade debt				\$11,409.00
Nasign Co., Ltd. #286-1 Dongil-ro Quangjin-gu Seoul, Korea 04995		Trade debt				\$9,670.75

**United States Bankruptcy Court
Northern District of Texas**

In re **J. Hilburn, Inc.,**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **J. Hilburn, Inc.,** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Baseline Commerce Seed Fund LLC**Attn: Steve Anderson****1800 Filbert Street****San Francisco, CA 94123****Battery Ventures VIII, L.P.****c/o Battery Ventures Reservoir Woods****930 Winter Street, Suite 2500****Waltham, MA 02451****Bridgescale Partners****Attn: Matthew Cowan****2200 Sand Hill Road, #240****Menlo Park, CA 94025****Buaite Againn, LLP****c/o Elevage Capital Management LLC****7001 Preston Road, Suite 400****Dallas, TX 75205****Lotus Holdings, Ltd.****Attn: Veeral Rathod****2900 McKinnon Street, Unit 805****Dallas, TX 75201****South China (Jersey) Holdings****49 Austin Road****Kowloon****Hong Kong**

☐ None [Check if applicable]

Date

/s/ David DeFeo**David DeFeo**

Signature of Attorney or

Litigant **J. Hilburn, Inc.**

Fill in this information to identify the case:Debtor name J. Hilburn, Inc,United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 30, 2020**X /s/ David DeFeo**

Signature of individual signing on behalf of debtor

David DeFeo

Printed name

Chief Executive Officer

Position or relationship to debtor

United States Bankruptcy Court
Northern District of Texas

In re **J. Hilburn, Inc.,**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Antal R. and Natasha S. Desal 5315 Wenonah Drive Dallas, TX 75209	Common Shares	20,000	
Baseline Commerce Seed Fund LLC Attn: Steve Anderson 1800 Filbert Street San Francisco, CA 94123	Preferred Shares, Series D	291,263	
Baseline Commerce Seed Fund LLC Attn: Steve Anderson 1800 Filbert Street San Francisco, CA 94123	Preferred Shares, Series E	15,080	
Battery Ventures VIII, L.P. c/o Battery Ventures Reservoir Woods 930 Winter Street, Suite 2500 Waltham, MA 02451	Preferred Shares, Series A1	750,000	
Battery Ventures VIII, L.P. c/o Battery Ventures Reservoir Woods 930 Winter Street, Suite 2500 Waltham, MA 02451	Preferred Shares, Series D	194,175	
Battery Ventures VIII, L.P. c/o Battery Ventures Reservoir Woods 930 Winter Street, Suite 2500 Waltham, MA 02451	Preferred Shares, Series E	300,165	
Battery Ventures VIII, L.P. c/o Battery Ventures Reservoir Woods 930 Winter Street, Suite 2500 Waltham, MA 02451	Preferred Shares, Series A2	2,527,216	
Battery Ventures, VIII c/o Battery Ventures Reservoir Woods 930 Winter Street, 2500 Waltham, MA 02451	Preferred Shares, Series C	1,385,759	
Battery Ventures, VIII, L.P. c/o Battery Ventures Reservoir Woods 930 Winter Street, Suite 2500 Waltham, MA 02451	Preferred Shares, Series B	940,438	

In re: **J. Hilburn, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bridgescale Partners Attn: Matthew Cowan 2200 Sand Hill Road, #240 Menlo Park, CA 94025	Preferred Shares, Series C	1,616,553	
Bridgescale Partners c/o Matthew Cowan 2200 Sand Hill Road, #240 Menlo Park, CA 94025	Preferred Shares, Series D	233,010	
Bridgescale Partners Attn: Matthew Cowen 2200 Sand Hill Road, #240 Menlo Park, CA 94025	Preferred Shares, Series E	95,760	
Buaite Againn, LLP c/o Elevage Capital Management LLC 7001 Preston Road, Suite 400 Dallas, TX 75205	Common Shares	1,412,769	
Corbett Sterling Mermis 710 Colorado Street, #9D Austin, TX 78701	Common Shares	25,000	
Darrin and Lori Powell 6903 Lomo Alto Dallas, TX 75205	Common Shares	62,688	
Four R Partners, Ltd. c/o Rosebud Enterprises, Inc. 3811 Turtle Creek Blvd., Suite 1400 Dallas, TX 75219	Common Shares	215,375	
Guy Freeman Josselyn IV 8400 San Benito Way Dallas, TX 75218	Common Shares	25,000	
Heather Inocencio	Commons Shares	16,166	
Ian Charles 3429 Beverly Drive Dallas, TX 75205	Preferred Shares, Series A1	25,000	
JET Land and Cattle Company, Ltd. Attn: James W. Traweek, Jr. 2100 McKinney Avenue, Suite 1770 Dallas, TX 75201	Common Shares	20,000	

List of equity security holders consists of 5 total page(s)

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Best Case Bankruptcy

In re: **J. Hilburn, Inc,**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
John Antos c/o Value Creation Group, Inc. 6215 Yellow Rock Trail Dallas, TX 75248	Preferred Shares, Series A1	50,000	
Lawrence Hagenbuch 4309 Larchmont Dallas, TX 75205	Common Shares	25,000	
Lighthouse Capital Partners VI, LP Attn: Grace Gillen 3555 Alameda de las Pulgas, Suite 200 Menlo Park, CA 94025	Preferred Shares, Series E	5,663	
Lighthouse Capital Partners VI, LP Attn: Grace Gillen 3555 Alameda de las Pulgas, Suite 200 Menlo Park, CA 94025	Preferred Shares, Series A2	68,040	
Lighthouse Capital Partners VI, LP Attn: Grace Gillen 3555 Alameda de las Pulgas, Suite 200 Menlo Park, CA 94025	Preferred Shares, Series C	92,378	
Lighthouse Capital Partners VI, LP Attn: Grace Gillen 3555 Alameda de las Pulgas, Suite 200 Menlo Park, CA 94025	Preferred Shares, Series D	16,991	
Lotus Holdings, Ltd. Attn: Veeral Rathod 2900 McKinnon Street, Unit 805 Dallas, TX 75201	Common Shares	743,799	
Marc Andrew Croggon 3800 Club Drive Atlanta, GA 30319	Common Shares	265,652	
Marc Andrew Croggon 3800 Club Drive Atlanta, GA 30319	Preferred Shares, Series A1	50,000	
Marsha A. Hudson 601 Fairway Fort Scott, KS 66701	Common Shares	25,000	
Orlando Ventures, LLC 14947 Daneway Drive Frisco, TX 75035	Preferred Shares, Series A1	50,000	

List of equity security holders consists of 5 total page(s)

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Best Case Bankruptcy

In re: **J. Hilburn, Inc,**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
RHSC, LLC Attn: J. Sean Lemoine 6128 Penrose Avenue Dallas, TX 75214	Common Shares	82,688	
South China (Jersey) Holdings 49 Austin Road Kowloon Hong Kong	Common Shares	572,917	
South China (Jersey) Holdings c/o TAL Apparel Limited 4/F TAL Building 49 Austin Road Kowloon, Hong Kong	Preferred Shares, Series D	1,941,748	
South China (Jersey) Holdings c/o TAL Apparel Limited 4/F TAL Building 49 Austin Road Kowloon, Hong Kong	Preferred Shares, Series E	1,250,001	
Susan Haneman Rogol 780 Boylston Street, 27D Boston, MA 02199	Common Shares	50,000	
Tenmas, LLC 780 Boylston Street, 27D Boston, MA 02199	Preferred Shares, Series A1	50,000	
Wick Family Holdings, L.P. Attn: Todd Phillips 2100 Ross Avenue, Suite 950 Dallas, TX 75201	Comon Shares	44,443	
Wick Family Holdings, LP Attn: Todd Phillips 2100 Ross Avenue, Suite 950 Dallas, TX 75201	Preferred Share, Series A1	25,000	
Wick Phillips, LLP Attn: Todd Phillips 2100 Ross Avenue, Suite 950 Dallas, TX 75201	Common Shares	42,171	

In re: **J. Hilburn, Inc,** Case No. _____
 Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **April 30, 2020** Signature **/s/ David DeFeo**
David DeFeo

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.*

Fill in this information to identify the case:Debtor name J. Hilburn, Inc,United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 30, 2020****X /s/ David DeFeo**

Signature of individual signing on behalf of debtor

David DeFeo

Printed name

Chief Executive Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

J. HILBURN, INC.,

DEBTOR.

§
§
§
§
§
§

CHAPTER 11

CASE NO. _____

**DECLARATION FOR ELECTRONIC FILING OF
BANKRUPTCY PETITION AND MASTER MAILING LIST (MATRIX)**

PART I: DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the list of creditors to be filed electronically in this case and ***I hereby declare under penalty of perjury*** that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition and lists of creditors have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

- ☐ *[Only include for Chapter 7 individual petitioners whose debts are primarily consumer debts]* – I am an individual whose debts are primarily consumer debts and who has chosen to file under chapter 7. I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7.
- ☐ *[Only include if petitioner is a corporation, partnership or limited liability company]* – I hereby further declare under penalty of perjury that I have been authorized to file the petition and list of creditors on behalf of the debtor in this case.

Dated: April 30, 2020

/s/ David DeFeo

Debtor

Joint Debtor

PART II: DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the Debtor, if an individual with primarily consumer debts, that he or she may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: April 30, 2020

/s/Patrick J. Neligan, Jr.

Patrick J. Neligan, Jr.